

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

RECORDATION NO. 15541-D

FILED

JUL 17 '98

9-45 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 17 9 45 AM '98

July 17, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Termination of Security Interest dated 7/7/98 which releases the following equipment from the Non-Recourse Note and Security Agreement dated 3/31/88, STB Recordation #15541-B:

5, GP38 Locomotives
#7760, 7781, 7790, 7792, 7811

Please record this agreement as a secondary document to STB Recordation #15541. The filing fee of \$26 is enclosed.

Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

C. Oster Parts Mary A Oster

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

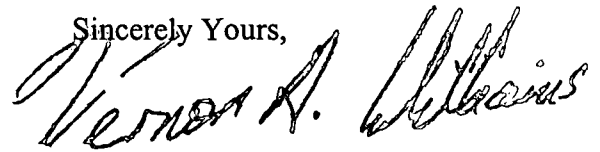
DATE:7/17/98

Mary Ann Oster
Oster Researching Services
12897 Colonial Drive
Mt. Airy, Maryland 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 7/17/98 at 9:45AM , and
assigned recordation number(s).15541-D.

Sincerely Yours,



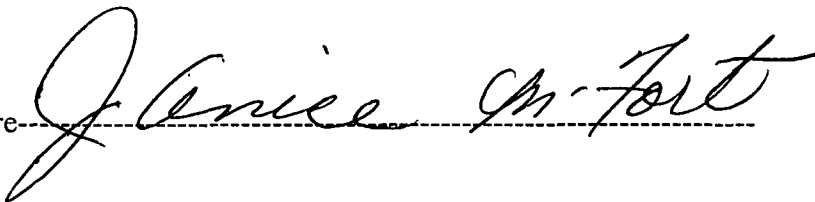
Vernon A. Williams

Enclosure(s)

26.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



JUL 17 '98

9-45 AM

TERMINATION OF SECURITY INTEREST

THIS TERMINATION OF SECURITY INTEREST ("Termination") dated as of July 7, 1998 is made by NATIONAL CITY LEASING CORPORATION (f.k.a. First National Bank of Louisville), a Kentucky corporation ("Bank") for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Maker").

R E C I T A L S

WHEREAS, Maker owned the five (5) GP38 locomotives bearing the reporting numbers 7760, 7781, 7790, 7792 and 7811 ("Units");

WHEREAS, Maker granted a security interest in the Units to the Bank upon the terms and conditions in that certain Non-Recourse Note and Security Agreement dated as of March 31, 1988 between the Bank and Maker ("Note and Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("STB") under Recordation No. 15541-B filed on August 24, 1988 at 2:50 PM.

WHEREAS, the Note and Security Agreement was terminated on March 4, 1998 and is no longer in force and effect.

1. Termination of Note and Security Agreement. The Bank hereby acknowledges and agrees that the Note and Security Agreement was terminated on March 4, 1998. The Bank hereby terminates any and all security interests in the Units granted to it under the Note and Security Agreement which security interest shall be forever terminated upon the filing of this Termination with the STB, at which time all of the Bank's right, title and interest in and to the Units shall be and become null and void.

IN WITNESS WHEREOF, pursuant to due authority the Bank has executed this Termination as of the date first above written.

NATIONAL CITY LEASING CORPORATION

By: 

Title: _____

)

On July 13, 1998, before me, Regina J. Miller, personally appeared Mary L. Scott, Vice President of NATIONAL CITY LEASING CORPORATION,

X personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

SIGNATURE OF THE NOTARY

Notary Public, State at Large, KY
My commission expires Jan. 29, 2000

[Notarial Seal]